

Return to: S. A. Wileman
Orion Financial Group, Inc.
2860 Exchange Blvd. Ste 100
Southlake, TX 76092

1989018

LIMITED POWER OF ATTORNEY

10/20/08 8:47:57
P BK 128 PG 714
DESOLO COUNTY, MS
J.E. DAVIS, CH CLERK

Ameriquest Mortgage Company ("Seller") hereby appoints CitiFinancial Mortgage Company, Inc. ("Purchaser"), as its true and lawful attorney-in-fact to act in the name, place and stead of Seller for the purposes set forth below. This Limited Power of Attorney is given pursuant to a certain Mortgage Loan Purchase Agreement by and between Seller and Purchaser, dated October 11, 2001 (the "Agreement") to which reference is made for the definition of all capitalized terms herein.

Now therefore, Seller does hereby constitute and appoint Purchaser the true and lawful attorney-in-fact of Seller and in Seller's name, place, and stead with respect to each mortgage loan sold to Purchaser pursuant to the Agreement for the following, and only the following, purposes:

1. To execute, acknowledge, seal and deliver deed of trust/mortgage note endorsements and assignments of deed of trust/mortgage, and supporting documents as may be necessary or appropriate to effect its execution, delivery, conveyance, recordation or filing.
2. To negotiate Loan payment checks, hazard insurance claim checks and similar negotiable instruments received related to the Loans and take other actions incident to its ownership and servicing of the Loans.

Seller intends that this Limited Power of Attorney be coupled with an interest and is not revocable.

Seller further grants to its attorney-in-fact full authority to act in any manner both proper and necessary to exercise the foregoing powers, and ratifies every act that Purchaser may lawfully perform in exercising those powers by virtue hereof. Seller further grants to Purchaser the limited power of substitution and revocation of another party for the purposes set forth therein, hereby ratifying and confirming all that the attorney in fact, or a substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers.

Purchaser shall indemnify, defend, and hold harmless Seller, its successors and assigns, from and against any and all losses, costs, expenses (including, without limitation, reasonable attorneys' fees), damages, liabilities, demand, or claims of any kind whatsoever, ("Claims") arising out of, related to, or in connection with (i) any act taken by Purchaser pursuant to this Limited Power of Attorney, which act results in a Claim solely by virtue of the unlawful use of this Limited Power of Attorney (and not as a result of a Claim related to the underlying instrument with respect to which this Limited Power of Attorney has been used), or (ii) any use or misuse of this Limited Power of Attorney in any manner or by any person or entity not expressly authorized hereby.

IN WITNESS WHEREOF, Seller has executed this Limited Power of Attorney this the 25th day of February, 2002.

Ameriquest Mortgage Company

By: [Signature]

Name: Julie J. Keen

Title: Executive Vice President

Witnesses:

CURT CHRISTENSEN



MORGAN COUNTY RECORDER

KAREN BRUMMETT

CSD Date 04/01/2005

RECORDING:

I 200503964

Time 11:09:57

5P

19.00

Page 1 of 5

STATE OF CALIFORNIA
COUNTY OF ORANGE

see attached acknowledgment

BEFORE ME, _____, a Notary Public in and for the jurisdiction aforesaid, on this _____ day of February, 2002, personally appeared Julie J. Keen who is personally known to me to be an Executive Vice President for Ameriquest Mortgage Company. The person who executed the foregoing instrument did so as his free and voluntary act and deed, and that he executed said instrument for the uses, purposes and consideration therein set forth.

Witness my hand and official seal this _____ of February, 2002.



TRUE AND CORRECT COPY OF
ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS:
SUZANNE WENDERSON, COUNTY CLERK

BY _____ Deputy

1989018

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Orange

} ss.

On Feb. 25, 2002, before me, Achinta S. de Silva

Date

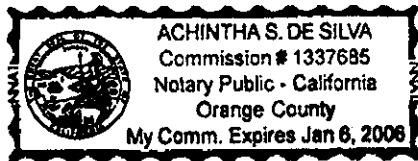
Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Jule J. Keen

Name(s) of Signer(s)

- ☒ personally known to me
☐ proved to me on the basis of satisfactory evidence

to be the person~~s~~ whose name~~s~~ is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she/they~~ executed the same in his/~~her/their~~ authorized capacity~~(ies)~~, and that by his/~~her/their~~ signature~~s~~ on the instrument the person~~s~~, or the entity upon behalf of which the person~~s~~ acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Limited Power of AttorneyDocument Date: Feb. 25, 2002 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

- Signer's Name: _____
- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer Is Representing: Amerquest Mortgage Company

TRUE AND CORRECT COPY OF
ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS
SUZANNE HENDERSON, COUNTY CLERK

BY _____

Deputy

APPOINTMENT OF SUBSTITUTE UNDER POWER OF ATTORNEY

To All Whom These Presents Shall Come, Greeting:

Whereas, **Ameriquist Mortgage Company**, by a power of attorney under its hand dated 02/25/02, appointed the undersigned, CitiFinancial Mortgage Company, Inc., its attorney in fact for it and in its name, with limited power of substitute to appoint another to endorse or assign notes or security instruments in **Ameriquist Mortgage Company**, in connection with a Purchase Agreement.

Now, therefore, by virtue of such power, CitiFinancial Mortgage Company, Inc., hereby appoints Orion Financial Group, Inc., or any of its authorized agents, employees or representatives to be the attorney in fact of the said **Ameriquist Mortgage Company**, for it and in its name, to do and perform only the acts of endorsing or assigning those notes, contracts, and other evidence of debt and the related security instruments.

CitiFinancial Mortgage Company, Inc.

Karen Chatman
Witness: Karen Chatman

By: [Signature]

Name: Steve Crowell

Krystal Muhammad
Witness: Krystal Muhammad

Title: Vice President

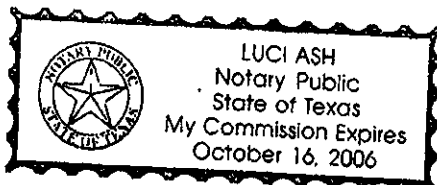
ACKNOWLEDGEMENT

State of Texas

County of Dallas

Personally appeared before me, the undersigned authority in and for the said County and State, 7/30/2003, within my jurisdiction, the within named Steve Crowell who acknowledged that she is the Vice President of CitiFinancial Mortgage Company, Inc., and that for and on behalf of the said corporation, and as its act and deed she executed the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Witness my hand and official seal.



Luci Ash
Notary Public, Luci Ash
My Commission Expires: 10/16/2006



TRUE AND CORRECT COPY OF
ORIGINAL RECORD FILED IN
TARRANT COUNTY, TEXAS:
SUZANNE HENDERSON, COUNTY CLERK

BY [Signature] Deputy

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1989018

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FILED TO 1341AC

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ORION FINANCIAL GROUP
 2860 EXCHANGE BLVD 100
 SOUTHLAKE TX 76092

-W A R N I N G-T H I S I S P A R T O F T H E O F F I C I A L R E C O R D--D O N O T D E S T R O Y

I N D E X E D -- T A R R A N T C O U N T Y T E X A S
 S U Z A N N E H E N D E R S O N -- C O U N T Y C L E R K
 O F F I C I A L R E C E I P T

T O: ORION FINANCIAL GROUP

RECEIPT NO	REGISTER	RECD-BY	PRINTED DATE	TIME
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B Y: L

ANY PROVISION WHICH RESTRICTS THE SALE RENTAL OR USE
 OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE
 IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

MARKINGS WERE ADDED TO THIS
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 TO PICK UP THE IMAGE



TRUE AND CORRECT COPY OF
 ORIGINAL RECORD FILED IN
 TARRANT COUNTY, TEXAS:
 SUZANNE HENDERSON, COUNTY CLERK

BY [Signature] Deputy

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1989018

STATE OF IDAHO
COUNTY OF KOOTENAI
AT THE REQUEST OF

*Mon

2005 OCT 18 P 12:10

DANIEL J. ENGLISH

DEPUTY

FEES

DM

15

MARKINGS WERE ADDED TO THIS
PAGE TO ENABLE THE SCANNER
TO PICK UP THE IMAGE

STATE OF TEXAS } I, SUZANNE HENDERSON, County Clerk of and for Tarrant County and State
COUNTY OF TARRANT } do hereby certify that the above and foregoing is a true and correct copy
of the instrument, filed for record on the 19 day of May 2005 and duly recorded on
the 19 day of May 2005 in instrument number 200505259 or in
Volume 2 Page 1

Dee pph Records of Tarrant County, Texas

WITNESS my hand and seal of office at Fort Worth, Texas, this 19 day of May 2005

SUZANNE HENDERSON
TARRANT COUNTY

By Dee pph Deputy